

November 8, 2007

TO:
State of Utah, Division of Oil, Gas and Mining
1594 West North Temple
Salt Lake City, Utah 84112

Attention: Mr. Jed Pearson, Minerals Surety Coordinator, 801-538-5382

Bank name: Zions Bank Bank address: 111 N 200 W Provo UT, 84601
Contact name: Grant Bigler, Title: Executive Banking Relationship Manager
Phone: 801-370-4145, E-mail: Grant.Bigler@zionsbank.com

Subject: Reclamation Surety, Certificate of Deposit for Wall & Rock Inc's,
Freedom From War Mine Site, S/039/024, Sanpete County, Utah
Certificate of Deposit no Principal Amount \$7,000.00.

This letter describes the mutually agreed upon instructions of the below signed parties to Zions Bank ("Bank"), regarding the control, redemption, and release of Bank's above-described certificate of deposit ("CD"), which is being used as a surety to guarantee the availability of reclamation funds for the Freedom From War mine site ("Mine Site"), Sanpete County, Utah. It is the intention of the parties that the CD be utilized as surety to guarantee that \$7,000.00 in reclamation funds will be available to the State of Utah, Division of Oil, Gas & Mining ("Division") upon demand in the event that the operator(s) of the Mine Site are unable or unwilling to complete reclamation of the mine site in compliance with applicable state law and regulations.

☒ **APPROVED**

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DIV. OF OIL, GAS & MINING

Ownership and Renewal:

Ownership of the CD is retained by Wall & Rock, Inc, a corporation, ("Owners"), but it is held by Bank for the benefit of the State of Utah, Division of Oil, Gas & Mining and is subject to the terms and conditions described in this agreement. The CD shall automatically renew indefinitely until either redeemed or released by the Director of the Division. The Division may request CD information on an occasional basis. This letter grants approval by Wall & Rock, Inc (name of operator) for the bank to provide CD information to the Division any time an inquiry is made via telephone, email, or letter.

Redemption:

The CD may only be redeemed (i.e., called on demand), pursuant to the written instruction or demand of the Director of the Utah Division of Oil, Gas & Mining to the Bank. Upon the instruction and demand of the Director, the full initial amount of the CD shall be transferred to the State of Utah, Division of Oil, Gas and Mining. Owners agree and irrevocably instruct Bank that neither the Owner(s), nor any other person claiming an ownership interest in the CD which is derived from the Owners, shall have the authority to prevent the Bank from carrying out the Director's instruction to redeem the CD. Upon redemption, any accrued interest in excess of the initial amount of the CD shall be transferred to Owners' control, or if Owners do not instruct the Bank, the accrued interest shall be reinvested in the CD. If a signature card is prepared, it shall be drafted consistent with the requirement that only the Director of the Division may redeem the CD.

Release:

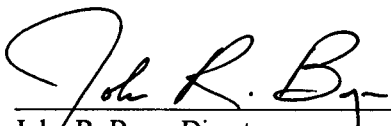
The Bank shall release the CD only upon the written instruction of the Director of the Division to the Bank. Upon release, the terms and conditions of this agreement are no longer in effect, and the unconditioned control of the CD shall be returned to the Owners, or their legal successors-in-interest. In the event of Bank cancellation/termination of the Certificate of Deposit, the Division may transfer the certificate of deposit monies into a state managed cash account to assure or complete reclamation if the Operator does not replace the Certificate of Deposit within the ninety days of Bank cancellation/termination notice. If the Bank is under a forced cancellation/termination, the Bank agrees to transfer or release the CD funds to a state managed cash account at the Division's request.

Accrued Interest:

Prior to release or redemption, all interest which accrues by the CD shall be 1) dispersed quarterly to the Owner(s) as the Owner(s) may instruct the Bank, or 2) shall be reinvested in the CD until such time the Owner(s) may instruct the Bank where to transfer such interest. In no event shall the Bank transfer any amount from the CD which would cause the redemption amount of the CD to be less than the initial amount, \$7,000.00. All tax liabilities for accrued interest shall remain the sole responsibility of the Owners.

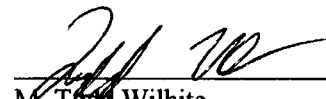
Bank will not be held liable for any dispute between the parties.

Agreed Upon By:



John R. Baza, Director
Utah Division of Oil, Gas & Mining

Date: 1/22/08



M. Todd Wilhite
Wall & Rock Inc.
Tax ID Number: 456-73-4609

Date: 11/20/07



Grant L. Bigler
Executive Banking Relationship Manager
Zions Bank


Date: 11/9/07

Grant L. Bigler
ZIONS BANK®

Grant L. Bigler

January 7, 2008

To Whom It May Concern:

A hold in the amount of \$7,000.00 has been placed on CD  in the name of Wall & Rock Inc. at Zions Bank.

Sincerely,



Natasha Hunt
Account Relationship Officer

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DIV. OF OIL, GAS & MINING